

**UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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In re

MESA AIR GROUP, INC., et al.,

Debtors.

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)  
) Chapter 11  
)  
) Case No. 10-10018 (MG)  
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) Jointly Administered  
)  
)  
)

**ORDER PURSUANT TO SECTIONS 327(a) AND 1103 OF THE  
BANKRUPTCY CODE AND BANKRUPTCY RULES 2014 AND 2016 AUTHORIZING  
THE RETENTION AND EMPLOYMENT OF MORRISON & FOERSTER LLP AS  
ATTORNEYS TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
NUNC PRO TUNC TO JANUARY 13, 2010**

Upon the application, dated January 29, 2010, of the Official Committee of Unsecured Creditors (the “Committee”) of Mesa Air Group, Inc. and certain of its direct and indirect subsidiaries in the above-captioned chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”)<sup>1</sup>, pursuant to sections 327(a) and 1103 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016, for entry of an order authorizing the Committee to employ and retain the law firm of Morrison & Foerster LLP (“Morrison & Foerster”) as their attorneys *nunc pro tunc* to January 13, 2010 (the “Application”);<sup>2</sup> and the Committee having submitted the Miller Affidavit in support of the Application; and the Committee having submitted the Supplemental Affidavit of Brett H. Miller in Support of the Application (the “Supplemental Affidavit”); and the Court being satisfied based on the representations made in the Application, the Miller Affidavit, and the Supplemental Affidavit that the partners, “of counsel”, associates

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<sup>1</sup> The Debtors are: Mesa Air Group, Inc. (2351); Mesa Air New York, Inc. (3457); Mesa In-Flight, Inc. (9110); Freedom Airlines, Inc. (9364); Mesa Airlines, Inc. (4800); MPD, Inc. (7849); Ritz Hotel Management Corp. (7688); Regional Aircraft Services, Inc. (1911); Air Midwest, Inc. (6610); Mesa Air Group Airline Inventory Management, LLC (2015); Nilchi, Inc. (5531); and Patar, Inc. (1653).

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

and paraprofessionals of Morrison & Foerster who will be engaged in the Chapter 11 cases represent no interest adverse to the Debtors' estates with respect to the matters upon which Morrison & Foerster is to be engaged, and that they are disinterested persons as that term is defined under section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code; and having considered the statements of counsel and the evidence adduced with respect to the Application at a hearing before the Court (the "Hearing"); and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it further appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and it further appearing that notice of the Application as set forth therein is sufficient under the circumstances, and that no further notice need be provided; and it further appearing that the relief requested in the Application is in the best interests of the Debtors, their estates and their creditors; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, that pursuant to sections 327(a) and 1103 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016, and subject to the terms of this Order, the Committee is authorized to employ and retain Morrison & Foerster as their attorneys on the terms set forth in the Application, the Miller Affidavit, and the Supplemental Affidavit, *nunc pro tunc* to January 13, 2010, to perform the services described therein; and it is further

ORDERED, that Morrison & Foerster shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, Local Rules, the guidelines established by the Executive Office of the United States Trustee and such other procedures as may be fixed by order of this Court; and it is further

ORDERED that if at any time Morrison & Foerster increases the rates for its services, Morrison & Foerster will cause a notice to be filed with this Court setting forth the increase in

such rates and serve such notice upon the Office of the United States Trustee and the Debtors;  
and it is further

ORDERED, that the Committee is authorized to take all actions necessary to effectuate  
the relief granted pursuant to this Order in accordance with the Application; and it is further

ORDERED, that the Court retains jurisdiction with respect to all matters arising from or  
related to the implementation of this Order.

Dated: February 25, 2010  
New York, New York

/s/Martin Glenn  
The Honorable Martin Glenn  
United States Bankruptcy Judge